

THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1026.
FILED, JANUARY 16th, 1964.

NORGOLD MINES LIMITED

Full corporate name of Company
Incorporated under Part XI of The Companies Act of Ontario by Letters Patent dated June 19th, 1933 and Supplementary Letters Patent dated April 14th, 1954
Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	Change of effective control of the Company, resulting in change of officers and directors upon acceptance of this filing statement by the Toronto Stock Exchange. (See Section 20 hereof) This will necessitate change of Head Office address.
2. Head office address and any other office address.	Head Office - Suite 1010, 100 Adelaide St. W., Toronto 1, Ontario. As at this date the new Head Office address has not been ascertained.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	President and Director - Denison Denny, 117 Highbourne Rd. Toronto, Ont. Mining Engineer Vice-Pres. and Director - J.G. Pierdon, 20 Ridgemoor Dr. Scarborough, Ont. Mining Engineer Sec. Treas. and Director - Margaret B. Smith, 530 Kingston Rd., Toronto, Ont. Secretary Director - Lawrence Murphy, 23 Elmont Drive, Toronto, Ont. Accountant Director - S. B. Saunders, 24 Castle Frank Cres. Toronto, Ont. Insurance Executive. It is understood that the following persons will constitute the Board of Directors and officers of Norgold Mines Limited when the agreement between Beubern Enterprises Limited and Mentor Exploration and Development Co. Limited and Sudbury Contact Mines Limited has been completed,- President and Director - Murray Pezim, 37 Stormont Rd. Toronto, Ontario, Stock Broker Vice-Pres. and Director - Dr. Nathan Hurwitz, 19 Ava Rd., Toronto Ontario, Stock Broker Director - Crawford M. Cook, 309 Castlefield Ave. Toronto, Ontario, Building Superintendent. Director - H. L. Pountney, 2 Laxton Ave., Toronto, Ontario, Pharmacist Director - H. D'Arcy Baker, 49 Glen Elm Avenue, Toronto, Ontario, Mining Company Executive Secretary-Treasurer - Kenneth Coad, 132 Spring Garden Ave., Willowdale, Ontario, Accountant.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized 5,000,000 shares Issued 4,251,449 shares
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	None
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Not applicable
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	It is the stated intention of the new Board of Directors, if the Toronto Stock Exchange accepts notice for filing of the proposed change of control (see Section 20 hereof) to acquire by option or purchase one of several properties which are now being examined and negotiated for. The property acquired will be one which will be recommended by the Company's mining engineer. When a property is acquired it is the intention of the new directors to carry out such exploration and development work as is recommended by the Company's engineer. If the property is optioned the Company will advise the Toronto Stock Exchange as to same prior to acquisition. If purchased, same will be subject to an amendment to the filing statement disclosing the transaction being accepted for filing by the Toronto Stock Exchange.

10. Brief statement of company's chief development work during past year.	Diamond drilling was carried out in 1962 on claims in Galinee Township, Province of Quebec. Since that time consideration has been given to several other properties.		
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	None, except as set out in Section 9 hereof.		
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not applicable		
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	Mentor Exploration and Development Co. Limited and Sudbury Contact Mines Limited have agreed to a voluntary escrow of 200,000 additional shares owned by them, to be released at the rate of not more than 10,000 shares per month. Set out in Paragraph 4 of Agreement dated the 7th day of January, 1964, duly filed with the Toronto Stock Exchange.		
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	There are no treasury shares in escrow, but under Section 13 above, Mentor Exploration and Development Co. Limited 86,237 Sh. Sudbury Contact Mines Limited 113,763 sh. 200,000 sh. both of 100 Adelaide St. West, Toronto. All shares are beneficially owned.		
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	S.J. Brooks & Co. 185 Bay St. Toronto 542,322 sh. Doherty Roadhouse & Co. 335 Bay St. Toronto 100,608 sh. Ross Knowles & Co. Ltd. 105 Adelaide St. W. " 97,000 sh. NOTE: These shares are not beneficially owned. Mentor Exploration & Development Co. Ltd. 582,737 sh. Sudbury Contact Mines Limited 349,000 sh. NOTE: Mentor Exploration and Development Co. Limited beneficially owns 486,237 shares of Norgold Mines Ltd. Sudbury Contact Mines Limited beneficially owns 548,119 shares of Norgold Mines Limited, being 349,000 shares registered in their name and 199,119 shares in street certificates.		
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	Mentor Exploration and Development Co. Limited and Sudbury Contact Mines Limited, as set out in agreement dated January 7th, 1964, control will pass into the hands of Beubern Enterprises Limited. The only persons owning a greater than 5% interest in Beaubern Enterprises Limited are Murray Pezim and Dr. Nathan Hurwitz, the new President and Vice-President, respectively, of the Company.		
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.		Book Cost	Market Value Jan. 13/64
	7,000	Augustus Explorations Limited	\$6,379.80 \$ 2,100.00
	500	Bethlehem Copper Corporation Limited	2,725.00 3,400.00
	1,640	Canadian Manganese Corporation Limited	1.00 N.M.V.
	1,000	Iso Mines Limited	1,240.00 2,640.00
	280	Manterre Gold Mines Limited	1.00 N.M.V.
	3,000	Consolidated Mogul Mines Limited	6,133.30 14,700.00
	82,500	National Explorations Limited	8,250.00 4,537.50
	2,500	Orchan Mines Limited	2,600.90 10,000.00
	2,383	Pershon Gold Mines Limited	1.00 N.M.V.
	500	Sudbury Contact Mines Limited	115.00 40.00
	15,870	Red Area Gold Mines Limited	1.00 N.M.V.

NORGOLD MINES LIMITED

(Incorporated under the laws of the Province of Ontario)

BALANCE SHEET

AS AT 31st DECEMBER, 1963

LIABILITIES

Current

Accounts Payable \$ 1,650.38

Capital Stock

Authorized

5,000,000 shares, par value \$1.00

Issued, fully paid

4,251,449 shares \$4,251,449.00

Less: Discount thereon and
capital adjustment re mining
properties

3,552,100.00

699,349.00

Deduct: Deficit

549,910.08

149,438.92

\$151,089.30

NORGOLD MINES LIMITED

STATEMENT OF PROFIT AND LOSS

FOR FOUR MONTHS ENDED 31st DECEMBER, 1963

Income

Interest \$ 114.35

Expenses

Administration and general charges \$ 727.21

Interest on loan 708.17

Loss on marketable securities 1,852.77

3,288.15

Loss for four months

\$3,173.80

STATEMENT OF DEFICIT

Balance, 1st September, 1963 \$546,736.28

Add: Loss for four months ended
31st December, 1963

3,173.80

\$549,910.08

FINANCIAL STATEMENTS

NORGOLD MINES LIMITED

(Incorporated under the laws of the Province of Ontario)

BALANCE SHEET

AS AT 31st DECEMBER, 1963

A S S E T S

Current

Cash in bank	\$12,843.14	
Marketable securities, at cost or less (Quoted market value \$37,417)	<u>27,444.00</u>	
		\$ 40,287.14

Shares in other Companies

Shares in subsidiary company, at nominal value	1.00	
Shares in other companies at nominal value	<u>5.00</u>	
		6.00

Other

Interest in mining claims and exploration expenses at cost or less (acquired for 300,000 shares of capital stock and cash of \$65,796.)		<u>110,796.16</u>
		<u>\$151,089.30</u>

Approved on behalf of the Board :

.....*Laurence Murphy*.....

Director

.....*Laurence S. Smith*.....

Sec.Treas.
Director

NORGOLD MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR PERIOD 1st SEPTEMBER to 31st DECEMBER, 1963.

Cash in Bank, 1st September, 1963 \$ 4,665.67

Receipts

Interest received	\$ 271.85	
Loan receivable, paid	6,300.00	
Sales of securities	1,173.83	
Disposal of Investment Syndicate	<u>15,804.00</u>	
		<u>23,549.68</u>
		28,215.35

Disbursements

Loan paid	12,000.00	
Accounts payable, paid	482.51	
Purchase of securities	2,889.70	
Audit fees	150.00	
Ontario Corporation Tax	65.00	
Head Office Administration Expenses	200.00	
Interest expense	708.17	
Transfer fees	<u>527.21</u>	
	17,022.59	
 <u>Deduct:</u> Expenses included above but unpaid at 31st December, 1963	 <u>1,650.38</u>	 <u>15,372.21</u>

Cash in Bank, 31st December, 1963 \$12,843.14

Approved on behalf of the Board:

<i>Laurence Murphy</i> <i>Laurence S. Murphy</i>	Director Sec.Treas. Director
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NORGOLD MINES LIMITED

(NO PERSONAL LIABILITY)
SUITE 1010
100 ADELAIDE ST. WEST
TORONTO, 1 - ONTARIO

January 14, 1964.

Toronto Stock Exchange,
234 Bay Street,
Toronto 1, Ontario.

Gentlemen :

This is to certify that there has been
no material change in the affairs of the Company since
the fiscal period ended 31st of December, 1963, as covered
by balance sheet for the period 1st September, 1963 to 31st
December, 1963.

Yours very truly,

NORGOLD MINES LIMITED.

<i>Laurence Murphy</i> <i>Laurence S. Murphy</i>	Director Sec.Treas. Director
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18. Brief statement of any lawsuits pending or in process against company or its properties.	None
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	<p>No shares of the Company are in primary distribution. By agreement dated the 7th day of January, 1964, Mentor Exploration and Development Co. Limited and Sudbury Contact Mines Limited have sold to Beaubern Enterprises Limited, 800,000 shares of Norgold Mines Limited owned by them for \$60,000. Upon this transaction being closed the shares of the Company may then be in the course of primary distribution.</p> <p>We have been informed that the owners of more than five per cent. of Beubern Enterprises Limited are as follows,- Mr. Murray Pezim, 37 Stormont Road, Toronto, Ontario Dr. Nathan Hurwitz, 19 Ava Road, Toronto, Ontario</p> <p>Beubern Enterprises Limited, we have been informed, is a private company and the following are their officers and directors,-</p> <p>President and Director - Murray Pezim, 37 Stormont Rd. Toronto, Ontario, Stock Broker</p> <p>Vice-Pres., Secretary- Dr. Nathan Hurwitz, 19 Ava Road, Treasurer and Director - Toronto, Ontario, Stock Broker</p> <p>Director - Miss Marilyn Murray, Secretary, 1136 Avenue Rd., Toronto, Ont.</p> <p>Director - Kenneth Coad, 132 Spring Garden Avenue, Willowdale, Ontario, Accountant.</p>

DATED January 14th, 1964.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

Lawrence Murphy - Director

Margaret B. Smith, Sec. Treas.

CORPORATE
SEAL

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

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THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1266.
FILED, FEBRUARY 25th, 1965.

NORGOLD MINES LIMITED

Full corporate name of Company
Incorporated under Part XI of The Companies Act (Ontario)
by Letters Patent dated June 19, 1933, and Supplementary
Letters Patent dated April 14, 1963, and Supplementary
Letters Patent dated March 12, 1964.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957). Reference is made to previous
Filing Statement No. 1026, and
Amending Filing Statement Nos. 159,
187, and 207.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	(1) Sale of a block of issued shares. (2) Change in head office of the Company. (3) Change in board of directors and officers of the Company. (4) Sale by the Company of a block of shares of National Explorations Limited.
2. Head office address and any other office address.	The present head office of the Company is Suite 509, 25 Adelaide Street West, Toronto, Ontario. If the sale of the shares referred to in Item 20 is consummated the head office will be changed to Suite 607, 67 Richmond Street West, Toronto, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	Upon the sale of the shares referred to in Item 20, the present board of directors and the present officers who are as follows:- President and a Director - Murray Pezim, 37 Stormont Road, Toronto, Ontario, Stock Broker. Vice-President and a Director - Dr. Nathan Hurwitz, 19 Ava Road, Toronto, Ontario, Stock Broker. Secretary-Treasurer - George D. Pattison, 235 Dawlish Avenue, Toronto, Ontario, Corporate Secretary. Assistant Secretary-Treasurer - Mr. R. D. Bell, 7 Hi Mount Drive, Willowdale, Ontario, Corporate Secretary. Director - Earl Glick, 60 The Bridle Path, Don Mills, Ontario, Executive. Director - William Coldoff, 777 Eglinton Avenue West, Toronto, Ontario, Business Executive Director - H. D'Arcy Baker, 49 Glen Elm Avenue, Toronto, Ontario, Mining Executive. will resign and will be replaced as follows: President and a Director - H. D'Arcy Baker, 49 Glen Elm Avenue, Toronto, Ontario, Mining Executive. Secretary-Treasurer and a Director - Harry Archibald Kaufman, Kilbarry Road, Toronto, Ontario, Proprietor of Gift Products Co. Director - Jack Allan Gilbert, 265 Upper Highland Avenue, Willowdale, Ontario, Barrister and Solicitor. Director - Daniel Berman, 330 Homewood Avenue, Willowdale, Ontario, Manufacturers representative. Director - William Alfred Bishop, 660 Eglinton Avenue West, Toronto, Ontario, Insurance Agent.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized capital - 7,500,000 shares of the par value of \$1.00 each. Issued capital - 5,001,449 shares, fully paid.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	Nil.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	Nil.

7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Not applicable.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	Nil
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	If the sale of the shares referred to in Item 20 is consummated the present board of directors will resign and will be replaced by the new board of directors referred to in Item 3 hereof. The new board understands that an amending filing statement must be filed and accepted for filing by the Toronto Stock Exchange to disclose the Company's future development plans.
10. Brief statement of company's chief development work during past year.	(1) During the past year geological surveys followed by 2,229 feet of diamond drilling were completed on the group of 30 mining claims in Dufay Township, Province of Quebec, at a total cost of \$15,745.72. (2) Pursuant to the agreement with Shattuck Denn Mining Corporation dated the 2nd of June, 1964, Shattuck Denn provided the funds to carry out geological and geophysical surveys on the Company's mining claims in MacDiarmid Township, Porcupine Mining Division, Ontario, and same were tested by diamond drilling but no mineral values of economic importance were discovered. Shattuck Denn, by reason of providing the above funds, has earned an undivided 50% interest in the mining claims.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	The signatories hereto are advised that when the new board of directors assumes office the Company intends to acquire a group of 25 mining claims in the Marathon Area, Province of Ontario. The new board understands that an amending filing statement giving details of such acquisition must be filed and accepted for filing by the Toronto Stock Exchange.
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	If the mining claims referred to in Item 11 hereof are acquired the new board of directors understands that an amending filing statement disclosing the names and addresses of the persons who will receive a greater than 5% interest in the purchase price must be filed and accepted for filing by the Toronto Stock Exchange.
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	150,000 shares are presently held in escrow subject to release only upon the consent of the Toronto Stock Exchange.
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	The signatories hereto are advised that Beubern Enterprises Limited, 9th Floor, 360 Bay Street, Toronto, Ontario, is the beneficial owner of the said escrowed shares. Beubern Enterprises Limited is a private company and the only persons owning a greater than 5% interest in same are Murray Pezim, 37 Stormont Road, Toronto, Ontario, and Earl A. Glick, 60 The Bridle Path, Don Mills, Ontario.
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<div>Jenkin Evans & Co. Ltd., 360 Bay Street, Toronto, Ontario. 831,819 shares**</div> <div>S.J. Brooks & Co., 185 Bay Street, Toronto, Ontario. 422,322 shares**</div> <div>Beubern Enterprises Limited, 9th Floor - 360 Bay Street, Toronto, Ontario. 315,000 shares*</div> <div>Doherty Roadhouse & McCuaig Bros., 335 Bay Street, Toronto, Ontario. 219,208 shares**</div> <div>Ross Knowles & Co. Ltd., 105 Adelaide St. West, Toronto, Ontario. 114,100 shares**</div> <div>* Beneficial Owner ** Beneficial ownership unknown</div>

February 24, 1965.

The Toronto Stock Exchange,
234 Bay Street,
Toronto, Ontario.

Dear Sirs:

Re: Norgold Mines Limited

In reference to the outstanding account owed by Shattuck Denn Mining Corporation to the above Company pursuant to the agreement dated June 2, 1964, please be advised that since the last unaudited financial statement which was filed with your Exchange, Shattuck Denn has paid \$10,000 on account of its indebtedness and has agreed to pay a further \$10,000 within the next two or three days, leaving a balance of approximately \$12,000 still outstanding. In addition to the covenant of Shattuck Denn to pay this balance within 30 days, the said balance has been fully guaranteed.

In consideration of Shattuck Denn Mining Corporation settling the account as above set forth and obtaining the guarantee, the Company has agreed that Shattuck Denn has earned its 50% interest in the mining claims. To date, nothing of commercial value has been indicated on these claims.

Yours truly,

FOR NORGOLD MINES LTD.
DIRECTOR *Paul A. Clark*

FINANCIAL STATEMENTS

NORGOLD MINES LIMITED
(Incorporated under the Corporations Act of Ontario)

BALANCE SHEET

January 31, 1965

- ASSETS -

Current assets:

Cash	6,401.07	
Accounts receivable	61,755.84	
Marketable securities, at cost or less (value at quoted market prices \$25,250.00)	<u>14,905.00</u>	83,061.91

Property and related expenditures:

Interests in mining claims, at cost or less including exploration expenditures of \$66,883.01 (Notes 1 and 2)		<u>172,886.01</u>
		<u>\$255,947.92</u>

- LIABILITIES -

Current liabilities:

Accounts payable and accrued liabilities		1,000.00
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Shareholders' equity:

Capital stock

Authorized

7,500,000 shares, par value \$1.00 each

Issued and fully paid

5,001,449 shares

	<u>Par Value</u>	<u>Discount</u>	<u>Net</u>
For property	1,521,444.00	646,000.00	875,444.00
For cash	<u>3,480,005.00</u>	<u>2,876,100.00</u>	<u>603,905.00</u>
	<u>5,001,449.00</u>	<u>3,522,100.00</u>	<u>1,479,349.00</u>

Deficit	<u>1,224,401.08</u>	<u>254,947.92</u>
		<u>\$255,947.92</u>

APPROVED:

Paul A. Clark Director
W. H. J. Director

NOTES TO FINANCIAL STATEMENTS

January 31, 1965

1. Property and related expenditures include the following -
Active property - at cost

	<u>Cost or Less</u>	<u>Exploration Expenditures</u>
14 Mining leases in Township 144, Sault Ste. Marie Mining Division, Ontario, acquired for 300,000 shares of capital stock and \$15,000.00 cash	60,000.00	51,137.29
8 Unpatented mining claims in Macdiarmid Township, Porcupine Mining Division, Ontario, acquired for 150,000 shares of Capital Stock and \$12,000.00 cash	27,000.00	see note 2
30 Mining claims in Dufay Township, District of Rouyn - Noranda, Quebec, acquired for 200,000 shares of Capital Stock and \$5,000.00 cash	19,000.00	15,745.72
Property written down to a nominal amount		
5 Mining claims in the Township of Bousquet, District of Rouyn - Noranda, Quebec	1.00	
25% Interest in 7 mining claims in Galinee Township, Abitibi Territory, Quebec	1.00	
1 Mining claim in Galinee Township, Quebec	1.00	
	<u>\$ 106,003.00</u>	<u>\$ 66,883.01</u>

2. By agreement dated June 2, 1964, the company granted to another company the option to acquire up to a 50% interest in the 8 unpatented mining claims in Macdiarmid Township. The percentage of interest that may be acquired by that company is dependent upon the amount of funds it provides for exploration. To obtain a 50% interest the other company would have to expend at least \$27,000.00. To January 31, 1965 \$37,632.73 was expended by the company on exploration of these claims, and was recorded as an account receivable. Of this amount \$5,636.77 has been received from the other company.

STATEMENT OF ADMINISTRATIVE EXPENSES

For the eight month period ended January 31, 1965

Administrative and management fees	3,600.00
Directors' fees	650.00
Government fees and taxes	20.00
Interest and bank charges	35.72
Legal and audit	1,937.35
Publicity and promotion	385.49
Registrar and transfer agent's fees	1,191.33
Stock exchange fees and filings	1,351.45
Travel	23.97
Office and general expense	120.82
	<u>9,316.13</u>
Deduct - Interest earned	<u>339.95</u>
Net expenses for the period	<u>\$ 8,976.18</u>

STATEMENT OF DEFICIT

For the eight month period ended January 31, 1965

Balance, May 31, 1964		548,339.60
<u>Add</u>		
Transfer of capital adjustment re write-down of mining claims	691,000.00	
Loss on write-off of investments in mining companies	4.00	
Exploration and development expenses	6,397.10	
Net administrative expenses for the period	<u>8,976.18</u>	<u>706,377.28</u>
		1,254,716.88
<u>Deduct</u>		
Profit on sale of marketable securities		<u>30,315.80</u>
Balance, January 31, 1965		<u><u>\$ 1,224,401.08</u></u>

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

For the eight month period ended January 31, 1965

Source of funds

Sale of capital stock, 100,000 shares at 15¢	15,000.00	
Profit on sale of marketable securities	30,315.80	
Interest earned	<u>339.95</u>	<u>45,655.75</u>

Application of funds

Exploration and development expenditures	3,686.56	
Administrative expenditures	<u>9,316.13</u>	<u>13,002.69</u>
Increase in working capital during period		<u><u>\$32,653.06</u></u>

Increase in working capital consists of

working capital as at January 31, 1965		
Cash	6,401.07	
Accounts receivable	61,755.84	
Marketable securities	<u>14,905.00</u>	
	83,061.91	
<u>Less:</u> Accounts payable and accrued liabilities	<u>1,000.00</u>	<u>82,061.91</u>

Deduct:

working capital as at May 31, 1964		
Cash	6,127.88	
Accounts receivable	4,911.67	
Marketable securities	<u>38,369.30</u>	<u>49,408.85</u>
		<u><u>\$32,653.06</u></u>

APPROVED:

Carl G. Smith Director
Robert H. Smith Director

16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	<p>Beubern Enterprises Limited may have shareholdings large enough to materially affect control of the Company if it is successful in soliciting additional proxies from other shareholders.</p> <p>If the sale of the shares referred to in Item 20 is consummated, Skipper Investments Limited, Suite 603, 67 Richmond Street West, Toronto, Ontario, will replace Beubern Enterprises Limited in this respect. The only persons owning a greater than 5% interest in Skipper Investments Limited are Bernice Bregman, 11 Model Avenue, Downsview, Ontario, and Morley Diskin, 9 Model Avenue, Downsview, Ontario.</p>																														
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<table> <tr> <th>Name of Security</th><th>No. of Shares</th><th>Book Value</th><th>Quoted Value as at Jan. 31/65</th></tr> <tr> <td>National Explorations Limited</td><td>157,000</td><td>\$14,790.00</td><td>\$25,120.00</td></tr> <tr> <td>Sudbury Contact Mines Limited</td><td>500</td><td>115.00</td><td>130.00</td></tr> <tr> <td>Canadian Manganese Mining Corp. Ltd.</td><td>1,640</td><td>Nil</td><td>Nil</td></tr> <tr> <td>Manterre Gold Mines Limited</td><td>280</td><td>Nil</td><td>Nil</td></tr> <tr> <td>Pershon Gold Mines Limited</td><td>2,383</td><td>Nil</td><td>Nil</td></tr> <tr> <td></td><td></td><td>\$14,905.00</td><td>\$25,250.00</td></tr> </table>			Name of Security	No. of Shares	Book Value	Quoted Value as at Jan. 31/65	National Explorations Limited	157,000	\$14,790.00	\$25,120.00	Sudbury Contact Mines Limited	500	115.00	130.00	Canadian Manganese Mining Corp. Ltd.	1,640	Nil	Nil	Manterre Gold Mines Limited	280	Nil	Nil	Pershon Gold Mines Limited	2,383	Nil	Nil			\$14,905.00	\$25,250.00
Name of Security	No. of Shares	Book Value	Quoted Value as at Jan. 31/65																												
National Explorations Limited	157,000	\$14,790.00	\$25,120.00																												
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Manterre Gold Mines Limited	280	Nil	Nil																												
Pershon Gold Mines Limited	2,383	Nil	Nil																												
		\$14,905.00	\$25,250.00																												
18. Brief statement of any lawsuits pending or in process against company or its properties.	Nil.																														
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	<p>Agreement dated the 2nd day of June, 1964, made between the Company of the first part, Shattuck Denn Mining Corporation of the second part, Beubern Enterprises Limited of the third part and Waite, Reid & Company Limited of the fourth part. This agreement is presently in good standing and Shattuck Denn Mining Corporation has earned an undivided 50% interest in the Company's mining claims in MacDiarmid Township, Porcupine Mining Division, Ontario.</p>																														
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	<p>(1) Before the new board of directors assumes office, the Company has agreed to sell 157,000 shares of National Explorations Limited which it owns to Beubern Enterprises Limited at the market price.</p> <p>(2) Subject to acceptance of this filing statement by the Toronto Stock Exchange, Beubern Enterprises Limited has agreed to transfer and assign to Skipper Investments Limited 259,000 free shares and 150,000 escrowed shares of the Company for a cash consideration of \$35,000.</p> <p>(3) No shares of the Company are presently in the course of primary distribution to the public.</p> <p>(4) There are no other material facts.</p>																														

CERTIFICATE OF THE COMPANY

DATED February 23, 1965

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

NORGOLD MINES LIMITED

"E. A. Glick"

CORPORATE SEAL

"N. Hurwitz"

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1365.
FILED, NOVEMBER 18th. 1965.

NORGOLD MINES LIMITED

Incorporated under Part XI of The Companies Act (Ontario) by
Letters Patent dated June 19, 1933 and Supplementary Letters Patent
dated April 14, 1963, and Supplementary Letters Patent dated March
12, 1964.

Reference is made to previous
Filing Statement No. 1266 and
Amending Filing Statement No. 269.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	1. Underwriting and option on treasury shares (see Item 6). 2. Option on 16 claims, Pine Point Area, Northwest Territories (see Item 11).
2. Head office address and any other office address.	Main Floor, 165 University Avenue, Toronto, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<p>President & Director E. George Reade, R. R. #3, King, Ont. Public Relations Consultant.</p> <p>Secretary-Treasurer & Director Crawford M. Cook, 309 Castlefield Ave., Toronto, Ontario, Building Superintendent.</p> <p>Director Irwin A. Wallace, 2500 Bathurst St., Toronto, Ontario - Notary Public and Insurance & Real Estate Agent.</p> <p>Director Jack Allan Gilbert, 265 Upper Highland Crescent, Willowdale, Ontario, Solicitor.</p> <p>Director William Alfred Bishop, 660 Eglinton Ave. West, Toronto, Ontario - Insurance Agent.</p>
4. Share capitalization showing authorized and issued and outstanding capital.	<p>Authorized - 7,500,000 shares, par value \$1.00 each</p> <p>Issued - 5,201,449 shares, par value \$1.00 each</p>
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	Nil
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	<p>By agreement dated November 16, 1965 between the Company and Waite, Reid & Co. Limited, 200 Bay St., Toronto (herein the "Underwriter") acting on behalf of its client, Skipper Investments Limited, Main Floor, 165 University Ave., Toronto, Ontario, the Underwriter agreed to purchase 350,000 treasury shares at 15¢ per share payable on the effective date as hereinafter defined and in consideration thereof received an option to purchase all or any part of a further 175,000 shares at 20¢ per share payable within 3 months of the effective date.</p> <p>The effective date is the date upon which this Filing Statement is accepted for filing by the Toronto Stock Exchange and the Vancouver Stock Exchange, whichever is the later.</p>
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	<p>Skipper Investments Limited, Main Floor, 165 University Avenue, Toronto, Ontario. The only persons having more than a 5% interest in Skipper Investments Limited are Bernice Bregman, 11 Model Avenue, Downsview, Ontario, and Morley Diskin, 9 Model Avenue, Downsview, Ontario.</p> <p>The only persons holding a greater than 5% interest in Waite, Reid & Co. Limited are Kenneth C. Waite, 453 Russell Hill Road, Toronto; Phillip C. Waite, 9 Glen Eagle Crescent, Brampton, and Albert J. Reid, 30 College View Avenue, Toronto 7, Ontario.</p>

8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None										
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	<p>The Company proposes to expend proceeds on hand or to be received from the sale of treasury shares pursuant to the agreement referred to in Item 6. hereof in making the option payment on the Pine Point claims referred to in Item 11. hereof and in program of exploration thereon as recommended by Hugh H. Sutherland, Jr., B.A.Sc., P. Eng.</p> <p>No further expenditures of such proceeds will be made until notice of such proposed expenditure has been accepted for filing by the Toronto Stock Exchange and Vancouver Stock Exchange.</p>										
10. Brief statement of company's chief development work during past year.	A geophysical survey was conducted over the Marathon claims at an estimated cost of \$7,500 with inconclusive results.										
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	<p>The Company (as Optionee) has optioned 16 mining claims in the Pine Point area of Northwest Territories from John Sadowski (as Optionor), 68 Killamarsh Crescent, Downsview, Ontario, on terms and conditions which include the following:</p> <ul style="list-style-type: none"> - Payment to the Optionor of \$7,000 on the date this Filing Statement is accepted for filing by the Toronto Stock Exchange and Vancouver Stock Exchange (herein the "effective date"). - To exercise the option payment of a further \$9,000 to the Optionor on or before the expiration of 90 days from the effective date and delivery of 250,000 fully paid shares, of which 10% shall be free shares and 90% escrowed subject to release upon the consents of the Board of Directors, Toronto Stock Exchange and Vancouver Stock Exchange. - The Optionor has agreed to vote the 225,000 escrowed shares if received for present management at any meeting of shareholders. 										
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	John Sadowski, 68 Killamarsh Crescent, Downsview, Ontario.										
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	<p>180,000 shares owned by the said John Sadowski are held in escrow subject to release on the consents of the Toronto Stock Exchange and the Board of Directors. The said 180,000 shares are optioned to Skipper Investments Limited on a one year option terminating February 25, 1966 at one-third of the market price at the time of exercise of the option. In addition, John Sadowski has agreed to vote the shares during the period of the option for present management.</p> <p>60,000 shares owned by Skipper Investments Limited are held in escrow subject to release of the Toronto Stock Exchange.</p>										
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	(SEE ITEM 13.)										
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table> <tr> <td>Grenadier Securities Limited, Main Floor, 165 University Avenue, Toronto, Ont.</td> <td>724,485 shares ***</td> </tr> <tr> <td>Jenkin Evans & Co. Limited, 360 Bay St., Toronto, Ontario.</td> <td>501,744 shares *</td> </tr> <tr> <td>S. J. Brooks & Co. 185 Bay St., Toronto, Ontario</td> <td>311,499 shares *</td> </tr> <tr> <td>John Sadowski, 68 Killamarsh Cres., Downsview, Ont.</td> <td>180,000 shares **</td> </tr> <tr> <td>Doherty, Roadhouse & McCuaig Bros. 335 Bay St., Toronto, Ontario</td> <td>159,500 shares *</td> </tr> </table> <p>* - beneficial owners unknown.</p> <p>** - beneficial owner subject to option in favour of Skipper Investments Limited.</p> <p>*** - owned by clients of Grenadier Securities Limited.</p>	Grenadier Securities Limited, Main Floor, 165 University Avenue, Toronto, Ont.	724,485 shares ***	Jenkin Evans & Co. Limited, 360 Bay St., Toronto, Ontario.	501,744 shares *	S. J. Brooks & Co. 185 Bay St., Toronto, Ontario	311,499 shares *	John Sadowski, 68 Killamarsh Cres., Downsview, Ont.	180,000 shares **	Doherty, Roadhouse & McCuaig Bros. 335 Bay St., Toronto, Ontario	159,500 shares *
Grenadier Securities Limited, Main Floor, 165 University Avenue, Toronto, Ont.	724,485 shares ***										
Jenkin Evans & Co. Limited, 360 Bay St., Toronto, Ontario.	501,744 shares *										
S. J. Brooks & Co. 185 Bay St., Toronto, Ontario	311,499 shares *										
John Sadowski, 68 Killamarsh Cres., Downsview, Ont.	180,000 shares **										
Doherty, Roadhouse & McCuaig Bros. 335 Bay St., Toronto, Ontario	159,500 shares *										

FINANCIAL STATEMENTS

NORGOLD MINES, LIMITED

(Incorporated under The Corporations Act of Ontario)

BALANCE SHEET AS AT OCTOBER 31, 1965 (unaudited)

ASSETS

CURRENT ASSETS	
Cash	
Accounts receivable	
Marketable security, at cost	
(value at quoted market prices \$105.00)	
Total current assets	
PROPERTY AND RELATED EXPENDITURES	
Interests in mining claims, at cost or less	
including exploration expenditures of	
\$75,083.08 of which \$8,200.07 was	
expended during the year (Note 1)	

LIABILITIES

CURRENT LIABILITIES			
Accounts payable and accrued			
SHAREHOLDERS' EQUITY			
Capital stock -			
Authorized -			
7,500,000 shares, par value \$1.00 each			
Issued and fully paid (Note 2) -			
5,201,449 shares			
	Par Value	Discount	Net
For property	\$ 1,721,444.00	826,000.00	895,444.00
For cash	3,480,005.00	2,876,100.00	603,905.00
	\$ 5,201,449.00	3,702,100.00	1,499,349.00
Deficit			1,227,058.52
			272,290.48
			\$ 273,540.48

Approved on behalf of the Board:

[Signature] . . . Director.

[Signature] . . . Director.

NORGOLD MINES, LIMITED
NOTES TO FINANCIAL STATEMENTS (unaudited)
FOR THE FOURTEEN MONTHS ENDED OCTOBER 31, 1965

1. Property and related expenditures including the following -

Active property - at cost		Cost or Less	Exploration Expenditures
14	Mining leases in Township 144, Sault Ste. Marie Mining Division, Ontario, acquired for 300,000 shares of Capital Stock and \$15,000.00 cash	\$ 60,000.00	51,478.33
50%	Interest in 8 unpatented mining claims in Macdiarmid Township, Porcupine Mining Division, Ontario, acquired for 150,000 shares of Capital Stock and \$12,000.00 cash. Exploration expenditures during the period amounted to \$27,518.87 of which \$26,936.87 was recovered as well as \$10,195.86 of prior expenses	27,000.00	582.00
30	Mining claims in Dufay Township, District of Rouyn - Noranda, Quebec, acquired for 200,000 shares of Capital Stock and \$5,000.00 cash	19,000.00	16,105.72
25	Unpatented mining claims in Township 76, Port Arthur Mining Division, Ontario, acquired for 200,000 shares of Capital Stock and \$20,000.00 cash	40,000.00	6,917.03
Property written down to a nominal amount			
5	Mining claims in the Township of Bousquet, District of Rouyn - Noranda, Quebec	1.00	-
25%	Interest in 7 mining claims in Galinee Township, Abitibi Territory, Quebec	1.00	-
1	Mining claim in Galinee Township, Quebec	1.00	-
		\$ 146,003.00	75,083.08

2. During the period 200,000 shares were issued for mining property.

STATEMENT OF ADMINISTRATIVE EXPENSES (unaudited)
FOR THE FOURTEEN MONTHS ENDED OCTOBER 31, 1965

Administrative and management fees	\$ 4,625.00
Directors' fees	450.00
Government fees and taxes	110.00
Interest and bank charges	21.70
Legal and audit	3,501.00
Loss on collection of account receivable	650.74
Publicity and promotion	171.80
Registrar and transfer agent's fees	1,496.45
Shareholders' reports	574.06
Stock exchange fees and filings	714.33
Office and general expense	305.52
	12,620.60
Deduct - Interest earned	353.35
NET EXPENSES FOR THE PERIOD	\$ 12,267.25

STATEMENT OF DEFICIT
FOR THE FOURTEEN MONTHS ENDED OCTOBER 31, 1965

BALANCE AUGUST 31, 1964	\$ 1,227,715.09
Add - Exploration and development expenses written off	170.38
Net administrative expenses for the period	12,267.25
	1,240,152.72
Deduct - Profit on sale of marketable securities	13,094.20
BALANCE OCTOBER 31, 1965	\$ 1,227,058.52

NORGOLD MINES, LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS (unaudited)

FOR THE FOURTEEN MONTHS ENDED OCTOBER 31, 1965

SOURCE OF FUNDS	
Profit on sale of marketable securities	\$ 13,094.20
Exploration expenses recovered	<u>26,936.87</u>
	40,031.07

APPLICATION OF FUNDS	
Acquisition of mining claims	\$ 40,000.00
Less - Capital stock issued for part consideration	<u>20,000.00</u> 20,000.00
Exploration expenses on mining claims - deferred	35,136.94
- written off	170.38
Net administrative expenses for the period	<u>12,267.25</u> <u>67,574.57</u>
DECREASE IN WORKING CAPITAL	<u>\$ 27,543.50</u>

SUMMARY OF CHANGE IN WORKING CAPITAL

	October 31, 1965	August 31, 1964	Decrease in Working Capital
CURRENT ASSETS	\$ 52,454.40	93,113.29	40,658.89
CURRENT LIABILITIES	<u>1,250.00</u>	<u>14,365.39</u>	<u>(13,115.39)</u>
WORKING CAPITAL	<u>\$ 51,204.40</u>	<u>78,747.90</u>	<u>27,543.50</u>

ENGINEER'S REPORT

Note - The following are excerpts from a report by H.H. Sutherland, Jr., B.A.Sc., P.Eng., dated November 12th, 1965, on mining claims located in the Pine Point Area, District of MacKenzie, Northwest Territories. A complete copy of this report is on file with the Toronto Stock Exchange.

PROPERTY

The property comprises sixteen (16) claims of approximately 40 acres each, lying in a square block 4 claims east and west, and 4 claims north and south. They are identified as grant numbers:

N - 70413 to N - 70440 inclusive, and

N - 70438 to N - 70445 inclusive.

Staking numbers N.B. 1 to 8 and 26 to 33 inclusive, as shown on Northwest Territories Claim Sheet 85 - B/11.

LOCATION AND ACCESS

The claims cover approximately 640 acres and are located approximately 6-1/4 miles south of Fish Point on Great Slave Lake, 13 miles west of the Buffalo River and 16 miles E-S-E of Hay River (a port on Great Slave Lake). The claims straddle Birch Creek and are close to an all-weather road from Hay River to Pine Point.

Elevation above Great Slave Lake is approximately 85 feet and above sea level is 600 feet.

Sandy park like growths of small pine, poplar and birch are interspersed with swampy muskeg areas. Overburden depth is estimated at between 50 and 85 feet, comprising sand, boulders and boulder clay.

The only relief on the ground are east-west trending ridges, either glacial or shore line in origin, averaging 15 feet above the mean. Birch Creek bisects the property and affords ample water.

CONCLUSIONS AND RECOMMENDATIONS

The Norgold group is excellently located for exploration and hopes of finding similar ore structures to those at Pine Point.

Target depths are not excessive (350 - 600 ft.).

Ground geophysical methods should locate any mineralized structure, and I. P. is considered to be the most effective in this area, although a combination Mag. and E. M. could be considered, using very powerful equipment.

Costs of this programme, excluding drilling, would be approximately as follows:

Line cutting	\$ 8,200.00
I. P. or Mag. E. M.	\$ 6,400.00
Additional (travel, etc....)	<u>\$ 2,000.00</u>
Total	<u>\$ 11,600.00</u>

It is suggested that one of the above surveys be conducted and drilling commenced if targets are located.

Respectfully submitted,



H. E. Sutherland
B. A. Sc., P. Eng.

November
12th
1965

CERTIFICATE

I, the undersigned, do hereby certify:

- (1) I am a Mining Geologist with offices located at
No. 12 Richmond St. E., in Toronto.
- (2) I have been practicing my profession continuously for
over 14 years.
- (3) I am a graduate of the University of Toronto, 1952,
with a degree in Mining Engineering.
- (4) I have no interest, nor expect to receive any interest
in the property or holdings of Norgold Mines Ltd.
- (5) I am a member of the Association of Professional Engineers
of Ontario.
- (6) The report was based on Reports and Maps of the area as
indicated in the references; my sixteen years'
experience as a Geologist; familiarity with the
Uranium City and Yellowknife camps, but was not
based on a personal visit to the property.

DATED at Toronto this 12th day of November, 1965.



Hugh H. Sutherland, Jr.,
B. A. Sc., P. Eng.

16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	Skipper Investments Limited, Main Floor, 165 University Avenue, Toronto 1, Ontario, through its holdings in shares of the Company can, with support of holders of a sufficient number of the other shares of the Company materially affect control of the Company. See also Item 7. as to persons holding more than a 5% interest in Skipper Investments Limited.			
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<u>Name of Security</u>	<u>No. of Shares</u>	<u>Book Value</u>	<u>Market Value</u>
	Sudbury Contact Mines Limited	500	\$ 115.00	\$ 105.00
	Canadian Manganese Mining Corp. Limited	1,640	Nil	Nil
	Manterre Gold Mines Limited	280	Nil	Nil
	Pershon Gold Mines Limited	2,383	Nil	Nil
18. Brief statement of any lawsuits pending or in process against company or its properties.	None			
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None			
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts. Shares of the Company will be in the course of primary distribution to the public on acceptance of this Filing Statement.			

DATED November 16th, 1965

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

NORGOLD MINES LIMITED

"E.G. Reade"

Per: [Signature]

CORPORATE
SEAL

"C.M. Cook"

Per: [Signature]

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

WAITE, REID & CO. LIMITED

"Dr. N Hurwitz"

Per: [Signature]

"G.B. Collins"

Per: [Signature]

THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1439.
FILED, MAY 12th. 1966.

NORGOLD MINES LIMITED

Full corporate name of Company
Incorporated under Part XI of The Companies Act (Ontario) by Letters Patent dated June 19, 1933 and Supplementary Letters Patent dated April 14, 1963 and Supplementary Letters Patent dated March 12, 1964.

FILING STATEMENT Reference is made to previous Filing Statement No. 1439.

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	Option on 16 claims, Pine Point Area, Northwest Territories (see Item 11) to be exercised on acceptance of this filing statement.
2. Head office address and any other office address.	Main Floor, 165 University Avenue, Toronto, Ontario
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<div>President & Director: E. George Reade, R. R. #3, King, Ontario Public Relations Consultant.</div> <div>Secretary-Treasurer & Director: Crawford M. Cook, 70 Delisle Avenue, Toronto 7, Ont. Building Superintendent</div> <div>Director: Irwin A. Wallace, 2500 Bathurst St., Toronto, Ont. Notary Public & Insurance & Real Estate Agent</div> <div>Director: Jack Allan Gilbert, 265 Upper Highland Cres., Willowdale, Ont. Solicitor</div> <div>Director: William Alfred Bishop, 660 Eglinton Ave. W., Toronto, Ont Insurance Agent</div>
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized: 7,500,000 shares, par value \$1.00 each Issued: 5,551,449 shares, par value \$1.00 each
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	Nil
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	<div>(Reference is made to Filing Statement No. 1365 filed November 18, 1965)</div> <div>The Company has granted an option to Waite, Reid & Co. Ltd., 200 Bay Street, Toronto, acting on behalf of Skipper Investments Limited, Main Floor, 165 University Avenue, Toronto, Ontario to purchase 175,000 shares at 20¢ per share, pursuant to an agreement made November 16th, 1965.</div> <div>The time for exercising said option has been extended to expire May 18, 1966.</div>
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	<div>Skipper Investments Limited, Main Floor, 165 University Avenue, Toronto, Ontario. The only persons having more than a 5% interest in Skipper Investments Limited are Bernice Bregman, 11 Model Avenue, Downsview, Ontario and Morley Diskin, 9 Model Avenue, Downsview, Ontario.</div> <div>The only persons holding a greater than 5% interest in Waite, Reid & Co. Ltd., are Kenneth C. Waite, 453 Russell Hill Road, Toronto; Phillip C. Waite, 9 Glen Eagle Cres., Brampton; and Albert J. Reid, 30 College View Avenue, Toronto 7, Ontario.</div>

8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None										
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	As recommended by H. H. Sutherland, Jr., P. Eng. (see attached report dated April 27, 1966) the Company proposes to carry out a drilling program at an estimated cost of \$30,000 on its Pine Point claims referred to in Item 1 and in Item 20 hereof.										
10. Brief statement of company's chief development work during past year.	<p>Program of line cutting and induced polarization survey has just been completed on the Pine Point Claims at an estimated cost of \$11,600.</p> <p>An induced polarization survey is currently being carried out on the staked Pine Point claims referred to in Item 20 of this Filing Statement.</p>										
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	<p>(Reference is made to Filing Statement No. 1365 filed November 18, 1965)</p> <p>The option agreement made by the Company with John Sadowski for the acquisition of 16 mining claims in the Pine Point Area, N.W.T. has been amended by the parties to provide for the exercise of the option by payment of \$9,000 and the issue to Mr. Sadowski of 95,000 fully paid free shares of the Company.</p> <p>The Company proposes exercising the said option upon acceptance of this filing statement by the Toronto Stock Exchange and Vancouver Stock Exchange.</p>										
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	John Sadowski, 126 Babcombe Drive, Thornhill, Ontario.										
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	<p>180,000 shares owned by the said John Sadowski are held in escrow subject to release on the consents of the Toronto Stock Exchange and the Board of Directors. The said 180,000 shares are optioned to Skipper Investments Limited to May 25, 1966 at one-third of the market price at the time of exercise of the option. In addition, John Sadowski has agreed to vote the shares during the period of the option for present management.</p> <p>60,000 shares owned by Skipper Investments Limited are held in escrow subject to release of the Toronto Stock Exchange.</p>										
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	See Item 13.										
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table> <tr> <td>Grenadier Securities Limited Main Floor, 165 University Ave., Toronto</td> <td>610,515 shares ***</td> </tr> <tr> <td>Jenkin Evans & Co. Limited 360 Bay St., Toronto,</td> <td>334,644 shares *</td> </tr> <tr> <td>S.J. Brooks & Co. 185 Bay St., Toronto</td> <td>270,299 shares *</td> </tr> <tr> <td>Doherty, Roadhouse & McCuaig Bros. 335 Bay St., Toronto</td> <td>227,408 shares *</td> </tr> <tr> <td>Waite, Reid & Co. Ltd. 200 Bay St., Toronto</td> <td>219,150 shares *</td> </tr> </table> <p>* - beneficial owners unknown *** - believed to be owned substantially by clients of Grenadier Securities Limited including Skipper Investments Limited</p>	Grenadier Securities Limited Main Floor, 165 University Ave., Toronto	610,515 shares ***	Jenkin Evans & Co. Limited 360 Bay St., Toronto,	334,644 shares *	S.J. Brooks & Co. 185 Bay St., Toronto	270,299 shares *	Doherty, Roadhouse & McCuaig Bros. 335 Bay St., Toronto	227,408 shares *	Waite, Reid & Co. Ltd. 200 Bay St., Toronto	219,150 shares *
Grenadier Securities Limited Main Floor, 165 University Ave., Toronto	610,515 shares ***										
Jenkin Evans & Co. Limited 360 Bay St., Toronto,	334,644 shares *										
S.J. Brooks & Co. 185 Bay St., Toronto	270,299 shares *										
Doherty, Roadhouse & McCuaig Bros. 335 Bay St., Toronto	227,408 shares *										
Waite, Reid & Co. Ltd. 200 Bay St., Toronto	219,150 shares *										

FINANCIAL STATEMENTS

FISHER, NISKER & COMPANY

NORGOLD MINES LIMITED

BALANCE SHEET

AS AT APRIL 30, 1966

(Prepared from the books of account without audit)

ASSETS

Current assets

Cash	\$	79,576.80	
Accounts receivable		1,625.85	
Marketable security, at cost (market value \$150.00)		<u>115.00</u>	\$ 81,317.65

Mining claims and deferred expenditures

Mining claims at valuation attributed to 850,000 shares of capital stock issued for the claims and \$54,500.00 paid in cash	\$	148,500.00	
Other mining claims, at written down value		3.00	
Mining claims held under option to purchase - payment to date		<u>7,000.00</u>	
	\$	<u>155,503.00</u>	

Deferred exploration expenditures:

Balance August 31, 1965	\$	74,583.08	
Additions during period		<u>14,722.32</u>	<u>89,305.40</u>
			<u>244,808.40</u>
			<u>\$326,126.05</u>

LIABILITIES

Current liabilities

Accounts payable			\$ 9,611.44
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Capital and deficit

Capital stock

Authorized:

7,500,000 shares, par value \$1.00 each

Issued and fully paid:

5,201,449 shares at August 31, 1965	\$5,201,449.00	
Less - discount	<u>3,702,100.00</u>	\$1,499,349.00
350,000 shares issued for cash since August 31, 1965	\$ 350,000.00	
Less - discount	<u>297,500.00</u>	<u>52,500.00</u>
<u>5,551,449</u> shares		<u>\$1,551,849.00</u>

Deficit

Balance August 31, 1965	\$1,226,011.02	
Administrative expenditures incurred during period	<u>9,323.37</u>	<u>1,235,334.39</u>
		<u>316,514.61</u>
		<u>\$326,126.05</u>

Approved on behalf of the

Board of Directors:

... (Director)

... (Director)

NORGOLD MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE EIGHT MONTHS ENDED APRIL 30, 1966
(Prepared from the books of account without audit)

Source of funds

From sale of 350,000 shares of capital stock \$52,500.00

Application of funds

Payment on option to purchase mining claims	\$ 7,000.00		
Staking costs for mining claims	2,500.00		
Exploration expenditures:			
Geophysical surveys	\$13,100.00		
Engineering fees	800.00		
Government licenses and fees	754.98		
Maps	67.34	14,722.32	
Administrative expenditures:			
Shareholders' information and publicity	\$ 2,191.91		
Accounting and secretarial fees	1,750.00		
Legal and audit fees	1,703.13		
Transfer agent's fees and expenses	1,288.86		
Directors' fees	850.00		
Annual report	734.86		
Stock exchange fees and expenses	585.75		
Miscellaneous	218.86	9,323.37	33,545.69

Increase in working capital \$18,954.31

Summary of changes in working capital

	August 31, 1965	April 30, 1966	Increase in Working Capital
<u>Current assets</u>			
Cash	\$51,192.44	\$79,576.80	\$28,384.36
Accounts receivable	2,602.96	1,625.85	(977.11)
Marketable security	115.00	115.00	-
	\$53,910.40	\$81,317.65	\$27,407.25
<u>Current liabilities</u>			
Accounts payable	1,158.50	9,611.44	(8,452.94)
<u>Working capital</u>	\$52,751.90	\$71,706.21	\$18,954.31

Approved on behalf of the
Board of Directors:

.. *B. J. ...* (Director)
.. *P. M. Cook* (Director)

ENGINEER'S REPORT

A Report on the I. P. Survey
conducted over the claims of

NORGOLD MINES LIMITED

Pine Point Area
Northwest Territories

INTRODUCTION

An I. P. Survey was contracted to be conducted over the 16 claim group held by Norgold Mines Limited in the Pine Point area of Northwest Territories. When the line cutting was undertaken, it was found that open ground surrounded the claims and the boundaries were extended to adjoining boundaries, an increase of 15 claims. These claims had the lines extended onto them.

The survey was originally conducted over the 16 claim group and this survey is reported at this time in a condensed form - as the entire group, including the survey herein reported, will be presented in detail when the entire group is complete.

PROPERTY

The property comprises 16 contiguous claims known as:

N. 70413 to N. 70420 inclusive
N. 70438 to N. 70445 "

and covers an area of approximately 530 acres; they are shown on Northwest Territories Sheet 85 B/11.

LOCATION AND ACCESS

The claims are located astride the Pine Point - Hay River highway, 6-1/4 miles south of Great Slave Lake and 16 miles east of Hay River. Access is by car from Hay River.

GEOLOGY

The geology of the group was adequately covered in the qualifying report. However, the favourable Presqu'ille dolomite is projected to underly the property at a depth of approximately 500 or 550 feet. The interlying beds between the Presqu'ille beds and surface cannot be considered to be barren on the knowledge available to date.

SURVEY RESULTS

The reconnaissance I P results from Line 20W to Line 52 W on the Norgold property at Pine Point are now available. The additional lines required to cover the rest of the claim group are cut and the balance of the reconnaissance survey is now under way. In the meantime, it seemed desirable to do a preliminary interpretation of the data now available.

The apparent resistivity level in the area of the Norgold claim group is an order of magnitude lower than in the areas closer to the Pine Point Mines operations. In most of the areas in which we have done work in the Pine Point area, the resistivities are in the range 100 to 500. In the area of the Norgold property, the values are in the range 10 to 50. We have interpreted this reduced resistivity level as being due to increased salinity of the ground waters. Beds of gypsum and other evaporites are known to outcrop west of the Buffalo River. These rocks are readily soluble, and it seems fairly certain that these large sources of ions in solution create the low resistivities.

Survey Results (cont'd)

The low rock resistivities make the interpretation of the I P results more difficult. In the areas of normal resistivities in the Pine Point area, the background I P effects are very small. This is particularly important, since the low background makes it possible to interpret very weak anomalies. Experience has shown that even weak anomalies can be of economic importance; sphalerite, the major ore mineral, is non-metallic and the concentrations of metallic pyrite and marcasite are variable.

In areas of low resistivity, such as the Norgold claim group, it is much more difficult to locate weak anomalies. The expected measurement and equipment errors can create effects that tend to mask very weak I P effects. The interpretation is further complicated by the fact that on the Norgold property the favourable rocks are at a depth of several hundred feet; the magnitude of the anomalous effects will be reduced because of the depth to the source.

A study of the reconnaissance I P results from the Norgold claim group shows no strong I P anomalies, as was expected. Some of the ore zones at Pine Point Mines, and the highest grade portion of the Pyramid deposit, contain concentrated metallic mineralization (galena, pyrite and marcasite). The near-massive mineralization gives rise to large I P effects. If such a source were present it would be easily interpreted, even with low resistivity levels.

However, there are several weak I P anomalies shown in the results that could be due to ore-grade zinc mineralization, with only small amounts of metallic mineralization. The weak I P effects within these anomalies are only slightly greater than the background errors. Consequently it was necessary to make detailed measurements, in an attempt to confirm the anomaly, before drilling should be considered.

We have chosen six of the anomalous indications and detailed these. As a first step, about one-half day was spent checking each anomaly. The measurements were made with 500' electrode intervals, but the positions of the electrodes were shifted. The anomalous effects were definitely confirmed within a remarkably close range, and measurements on parallel lines and with d.c.-2.5 cps will now be made when the break up conditions permit better contact conditions and ease of movement to outline more accurately drilling targets.

Locations are:

Line 20W	6S to 9N
Line 24W	7S to 17N
Line 28W	1N to 17S
Line 36W	6S to 12N
Line 40W	9S to 24S
Line 44W	3S to 9N

CONCLUSIONS

Six anomalies of definite validity were located and remained valid on detailed checking.

Two further checks will be made to more accurately establish location and depth of targets, but the possibility of economic zinc and lead ore zones causing the anomalies is sufficiently valid that drilling

Conclusions (cont'd)

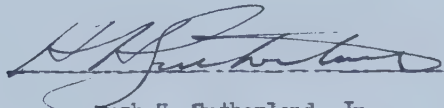
tenders now have been called and a drilling programme of six holes, 3,000 feet, is planned.

It is estimated that this will cost approximately \$30,000.00.

Due to adverse conditions of contact and low resistivity, the detail and balance of the reconnaissance survey will be delayed until after breakup. It is very evident the property has a good potential and strong possibilities of mineral being present, and therefore the option should be exercised and the clear title acquired.

A full report on the entire property, with plotted results, will be submitted on final completion of all surveys and checks.

Respectfully submitted,


Hugh H. Sutherland, Jr..
B.A. Sc., P. Eng., M. E.

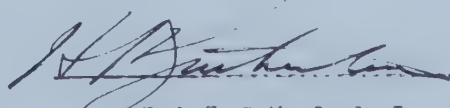
Toronto, Ontario
April 27th, 1966

CERTIFICATE

I, the undersigned, do hereby certify:

- (1) I am a Mining Geologist with offices located at No. 12 Richmond St. E., in Toronto.
- (2) I have been practicing my profession continuously for over 14 years.
- (3) I am a graduate of the University of Toronto, 1952, with a degree in Mining Engineering.
- (4) I have no interest, nor expect to receive any interest in the property or securities of Norgold Mines Limited.
- (5) I am a member of the Association of Professional Engineers of Ontario.
- (6) I have conducted the survey and performed the interpretations thereof in person, or in direct supervision.

DATED at Toronto this 27th day of April, 1966.


Hugh H. Sutherland, Jr..
B.A. Sc., M. E., P. Eng.

16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	Skipper Investments Limited, Main Floor, 165 University Ave., Toronto, Ontario, through its holdings in shares of the Company can, with support of holders of a sufficient number of the other shares of the Company materially affect control of the Company. See also Item 7 as to persons holding more than a 5% interest in Skipper Investments Limited.			
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<u>Name of Security</u>	<u>No. of Shares</u>	<u>Book Value</u>	<u>Market Value</u>
	Sudbury Contact Mines Limited	500	\$115.00	\$105.00
	Canadian Manganese Mining Corp. Limited	1,640	nil	nil
	Manterre Gold Mines Limited	280	nil	nil
	Pershon Gold Mines Limited	2,383	nil	nil
18. Brief statement of any lawsuits pending or in process against company or its properties.	None			
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None			
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	<p>The Company has acquired 15 unpatented mining claims in the Pine Point Area, adjacent to the claims referred to in Item 11 hereof, at a cost of \$2,500 representing the staking expenses.</p> <p>Shares of the Company may be in the course of primary distribution re (a) shares issued to the Vendor, and (b) shares taken down under the outstanding option if such is exercised.</p> <p>There are no other material facts.</p>			

DATED May 3, 1966

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

NORGOLD MINES LIMITED

"E.G. Reade" Per: [Signature]

Per: [Signature]

CORPORATE
SEAL

"C.M. Cook" Per: [Signature]

Per: [Signature]

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

WAITE, REID & CO. LIMITED

"K.C. Waite" Per: [Signature]

Per: [Signature]

"W.R. Morton" Per: [Signature]

Per: [Signature]

TORONTO STOCK EXCHANGE

AMENDING FILING STATEMENT NO. 159.
FILED, JANUARY 30th. 1964.

NORGOLD MINES LIMITED

Full corporate name of Company

AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

To be read in conjunction with Filing Statement No. 1026 dated January 14, 1964.

Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed.	<p>(1) Change in Board of Directors and Officers; (2) Change in location of head office; (3) Acquisition of new property; (4) Underwriting of option agreement; (5) Subject to confirmation by the shareholders, the increase in the authorized capital of the Company from 5,000,000 shares of the par value of \$1.00 each to 7,500,000 shares of the par value of \$1.00 per share.</p>
2. Head office address and any other office address.	Head Office - 9th Floor, 360 Bay Street, Toronto, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<p>President and Director - Murray Pezim, 37 Stormont Rd., Toronto, Ontario, Stock Broker Vice-Pres. and Director - Dr. Nathan Hurwitz, 19 Ava Rd., Toronto, Ontario, Stock Broker Director - Crawford M. Cook, 309 Castlefield Ave, Toronto, Ontario, Bldg. Supt. Director - Harold L. Pountney, 2 Laxton Ave., Toronto, Ontario, Pharmacist Director - Harold D'Arcy Baker, 49 Glen Elm Ave., Toronto, Ontario, Mining Company Executive Secretary-Treasurer - Kenneth Coad, 132 Spring Garden Ave., Willowdale, Ontario, Accountant</p>
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	By agreement dated the 24th of January, 1964, made between the Company and Jenkin Evans & Company Limited, 360 Bay Street, Toronto, Jenkin Evans & Company Limited, acting for a client, agrees to firmly purchase 200,000 shares of the capital stock of the Company at 15 cents per share, and in consideration therefore, receive an option to purchase all or any part of an additional 200,000 shares at 15 cents per share, payable within three months from the effective date and, subject to the capital of the Company being increased, to receive an option on an additional 600,000 shares as follows:- 200,000 shares at 20 cents per share; 200,000 shares at 25 cents per share; and 200,000 shares at 30 cents per share; payable as to 200,000 shares every three months.
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	The only person receiving any interest direct or indirect in the underwritten and optioned shares is Beubern Enterprises Limited, 9th Floor, 360 Bay Street, Toronto, Ontario. The only persons owning a greater than 5 per cent interest in Beubern Enterprises Limited are Murray Pezim, 37 Stormont Road, Toronto, and Dr. Nathan Hurwitz, 19 Ava Road, Toronto, Ontario, the President and Vice-President respectively of the Company.
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	Upon acquisition of the mining claims referred to in Item 11 hereof the Company proposes to carry out the exploration programme as is recommended by the Company's engineers at a cost estimated from \$10,000 to \$15,000.

ENGINEER'S REPORT

Note - The following are excerpts from a report by C.T. Bischoff, P.Eng., dated January 27th, 1964, on the mining claims located in Dufay Township, Province of Quebec. A complete copy of this report is on file at the Toronto Stock Exchange.

July 9, 1965.

Mr. Gaston Vezina,
15 St. Charles Street,
Noranda, que.

ENGINEER'S REPORT - CENTRAL DUFAY

SUMMARY

Gaston Vezina has recently acquired mineral rights on mining claims covering 1200 acres in central Dufay Township, Quebec. Copper mineralization in the form of coarse to massive chalcopyrite occurs in four showings. Widths up to four feet were exposed in one pit by a prospector working privately. No geophysical work or diamond drilling has been done, nor has the ground been previously held or worked by a company.

LOCATION

The claims extend west from the centerline of Dufay Township for $1\frac{1}{2}$ miles being $1\frac{1}{4}$ miles from north to south. The north boundary is about $3\frac{1}{3}$ miles south of the Dasserat Dufay boundary. The property can be reached via a portage from West Bay on Lake Opasatika or by tractor roads leading from Highway 59 which is about 4 miles north.

HISTORY

The part of the property covering the known showings was held for many years by a group of prospectors who did extensive pitting and trenching on a series of copper showings. This work was all financed privately and apparently no attempt was made to interest a company in its development. The last work was done in 1956 and the showings examined at that time by Jean Dugas, Resident Provincial Geologist in the area.

Previous holders being deceased or moved away the claims expired and were staked by the present vendors.

RECOMMENDATIONS:

Further prospecting is warranted along the main pegmatite dike. Where mineralization is found the rock should be broken by blasting using a gasoline plugger to drill holes. In the overburdened sections self-potential surveying and geochemistry should prove effective in indicating mineralization.

Diamond drilling is warranted in the known sections of good copper mineralization to determine whether commercial ore shoots occur. Drilling should also test such additional mineralized sections which will probably be found by further prospecting. Holes should be short to start (50-100) feet and collared a short distance north of the surface exposures or structure as dips appear to be consistently north. Drilling should be closely spaced to follow the values.

3000 feet of drilling is suggested as a reasonable figure to test the better sections of the main zone to a shallow depth. If successful in locating ore shoots this should be followed by additional drilling to trace such shoots to greater depth.

Some work should be done along the gorge trending east-northeast in the north part of the property. While this is definitely a recent fault its quite possible that it follows an older line of weakness which may have been open at the time of copper mineralization. This is suggested by showing No. 1 just east of Lake Burand.

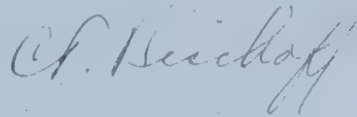
CONCLUSIONS:

The extent of copper mineralization along a definite controlling structure (the main pegmatite dike) for a known length of nearly one mile is very encouraging. While mineralization along much of this length is sparse, some sections approach ore grade and dimensions, as witness the No. 4 showing. Some additional shoots might be developed in complementary northwest fractures such as showing No. 6.

A second parallel major zone is possible along the gorge in the north part of the property.

The definite geological control of such mineralization as has been found should permit a straight forward and economical campaign of exploration.

Respectfully submitted,



CTB/jp

C.T. Bischoff, P. Eng.

Encls.

C E R T I F I C A T E

I, Carl T. Bischoff with offices at 240 Murdoch Ave., Noranda, Que. certify that I am a qualified Mining Engineer, having received my training at the Colorado School of Mines, Golden, Colo. I have had over 20 years experience in my profession, largely in the Province of Quebec where I am registered as a Professional Engineer.

This report is based on surface examination of the property and showings and on study of the results of past work done thereon. I personally examined the property on June 10th, 1963.

I do not hold any interest either direct or indirect in the claims described above nor in the shares of Norgold Mines Limited nor do I expect to receive any.

Signed



Noranda, Que.

C. T. Bischoff, P. Eng.

January 27, 1964

11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	By agreement dated 17th January 1964, and made between Gaston Vezina of the Town of Noranda, Quebec, and Beubern Enterprises Limited, 360 Bay Street, Toronto, Ontario, Gaston Vezina agreed to sell to Beubern Enterprises Limited 30 unpatented mining claims in Dufay Township, Quebec, for \$5,000 cash and 200,000 shares of Norgold Mines Limited of which 10 per cent are to be free and the balance placed in escrow subject to release only upon the consent of the Toronto Stock Exchange. Subject to the consent of the Toronto Stock Exchange Beubern has agreed to transfer all its interest in the said agreement and in the said claims to the Company at no increase in price.
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	As far as the signatories hereto are aware, Gaston Vezina, the vendor, is the only person who will receive or be entitled to receive any interest in the purchase price of the mining claims referred to in Item 11.
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Of the shares of the Company disclosed in Item 15 of the Filing Statement as being beneficially owned by Mentor Exploration and Development Co. Limited and Sudbury Contact Mines Limited, 800,000 have been sold to Beubern Enterprises Limited by agreement dated January 7, 1964.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	<p>The directors of the Company have passed a special resolution authorizing an application to the Lieutenant-Governor for supplementary letters patent increasing the authorized capital from 5,000,000 shares of \$1.00 par value to 7,500,000 shares of \$1.00 par value. A meeting of shareholders is called for February 24th, 1964, to consider and if approved, confirm the special resolution.</p> <p>The 800,000 shares referred to in Item 15 may be in primary distribution.</p> <p>The shares firmly underwritten and such of the optioned shares as are taken up will be in primary distribution.</p> <p>There are no other material facts.</p>

DATED January 27, 1964

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

MURRAY PEZIN - PRESIDENT

Murray Pezin CORPORATE SEAL

KENNETH COAD - Sec. Treas.

Kenneth Coad

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

"J. Evans"

J. Evans

"D.G. Jones"

THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS AMENDING FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS AMENDING FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

TORONTO STOCK EXCHANGE

File 48



AMENDING FILING STATEMENT NO. 187.
FILED, APRIL 23rd. 1964.

AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

To be read in conjunction with Filing Statement No. 1026 dated January 14, 1964,
and Amending Filing Statement No. 159 dated January 27. 1964

Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed.	1) Increase of the capitalization of the Company from 5,000,000 shares to 7,500,000 shares. 2) Acquisition of mining claims. 3) Change in head office address and address of administrative office. 4) Changes in officers and directors.
2. Head office address and any other office address.	The Head Office of the Company is now 360 Bay Street, Toronto, Ontario Effective April 27, 1964 the administrative office of the Company will be located at Suite 405, 25 Adelaide Street West, Toronto 1, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	The officers and directors of the Company are now as follows: President and Director - Murray Pezim Vice-President and Director - Dr. Nathan Hurwitz Secretary-Treasurer - Kenneth Coad Director - William Coldoff Director - H. L. Pountney Director - H. D'Arcy Baker Effective April 27, 1964, Mr. G. D. Pattison, 235 Dawlish Avenue, Toronto, Corporate Secretary, will replace Mr. Kenneth Coad as Secretary-Treasurer and Mr. R. D. Bell, 7 Hi Mount Drive, Willowdale, will be appointed Assistant Secretary-Treasurer.
4. Share capitalization showing authorized and issued and outstanding capital.	The Company has made application for supplementary letters patent, increasing its authorized capital from 5,000,000 shares of the par value of \$1.00 each to 7,500,000 shares of the par value of \$1.00 each, and the Company is advised that supplementary letters patent when issued will be dated March 12, 1964. Issued - 4,651,449 shares having a par value of \$1.00 each.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	By letter agreement dated the 17th of April, 1964, the Company has agreed to purchase from Paul Martin of Noranda, Quebec, eight unpatented mining claims situated in McDiarmid Township, Porcupine Mining Division, Ontario, such claims being located between properties held by Consolidated Regcourt Mines Limited and properties held by Cam and Jellex for and in consideration of \$1,500. per claim and 150,000 shares of the capital stock of the Company, of which 10% are to be free and the remainder escrowed subject to release only upon consent of the Toronto Stock Exchange.
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	As far as the signatories hereto are aware, Paul Martin, the Vendor, is the only person who will receive or will be entitled to receive any interest in the purchase price of the mining claims referred to in Item 11 hereof.
Statement of any other material facts and if none, so state.	There are no other material facts.

April 20, 1964
DATED

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

NORGOLD MINES LIMITED
"M. Pezim" *[Signature]* CORPORATE SEAL
"K.M. Coad" *[Signature]*

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

JENKIN EVANS & CO. LTD.

"D.L. Evans" *[Signature]*
"D.G. Jones" *[Signature]*

FINANCIAL STATEMENTS

NORGOLD MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE PERIOD FROM SEPTEMBER 1, 1963 TO MARCH 31, 1964

SOURCE OF FUNDS

Proceeds from issue of capital stock, including 200,000 shares issued for mining claims valued at \$14,000.00	\$ 44,000.00
Proceeds from sale of interest in investment syndicate	15,804.00
Proceeds from sale of shares in another company	1,050.00
Repayment of advance to subsidiary company previously written off	<u>1,424.50</u>
	62,278.50


APPLICATION OF FUNDS

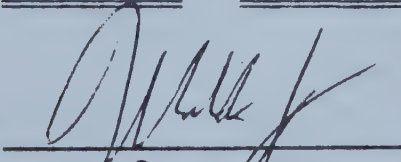
Acquisition of mining claims - For cash	\$ 5,000.00	
For shares of capital stock (see above)	<u>14,000.00</u>	19,000.00
Development expenses on mining claims acquired		11,203.05
Deposit re - supplementary letters patent		835.00
Loss on operations for the period		<u>7,265.41</u>
		38,303.46
INCREASE IN WORKING CAPITAL		\$ 23,975.04

SUMMARY OF CHANGE IN WORKING CAPITAL

	<u>March 31, 1964</u>	<u>August 31, 1963</u>	<u>Increase in Working Capital</u>
CURRENT ASSETS	\$ 51,467.76	38,704.07	12,763.69
CURRENT LIABILITIES	<u>1,486.16</u>	<u>12,697.51</u>	<u>11,211.35</u>
WORKING CAPITAL	\$ 49,981.60	26,006.56	23,975.04

APPROVED


DIRECTOR.


DIRECTOR.

ENGINEER'S REPORT

Note - The following are excerpts from a report by J.R. Lill, B.Sc., dated April 29th, 1964, on the mining claims located in Macdiarmid Township, Porcupine Mining Division, Province of Ontario. A complete copy of this report is on file at the Toronto Stock Exchange.

Conclusions & Recommendations

In light of the general lack of geological information, it is recommended that a magnetic and electromagnetic survey and geological mapping of any outcrops be carried out as an initial investigation of the property.

Further geophysics in the form of a gravity survey and a subsequent program of diamond drilling should be carried out if warranted, on the basis of the initial results.

The initial work prior to diamond drilling would suggest an expenditure of approximately \$6,000.

Respectfully submitted,

SULMAC EXPLORATION SERVICES LIMITED



John R. Lill, B.Sc.

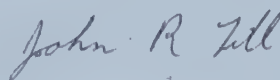
April 29, 1964

CERTIFICATION

TO WHOM IT MAY CONCERN:

I, John R. Lill, in the City of Scarborough, in the Province of Ontario, do hereby certify as follows:

1. That I am a geologist residing in the City of Scarborough, Province of Ontario.
2. That I am a graduate of McGill University (1954) and that I have been practicing my profession since that time.
3. This report is based upon examination of aeromagnetic and geological reports of the area and a personal examination of the ground on April 23, 1964.
4. I have no interest nor do I expect to receive any interest in the above property.



John R. Lill, B.Sc.

Toronto, Ontario

April 29, 1964

AMENDING FILING STATEMENT NO. 207.
FILED, JUNE 11th. 1964.

Full corporate name of Company

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

To be read in conjunction with Filing Statement No. 1026 dated January 14, 1964 and Amending Filing Statements No. 159 dated January 27, 1964 and April 20, 1964.

Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed.	a) Agreement with Shattuck Denn Mining Corporation (see item 20). b) Change in Board of Directors (see item 3).
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	Mr. Earl A. Glick has replaced Mr. H. L. Pountney as a Director. The officers and directors of the Company are now as follows: President and Director: MURRAY PEZIM, 37 Stormont Avenue, Toronto 12, Ontario. Stock Broker. Vice-President and Director: Dr. NATHAN HURWITZ, 119 Ava Road, Toronto 10, Ontario. Stock Broker. Secretary-Treasurer: G. D. PATTISON, 235 Dawlish Avenue, Toronto 12, Ontario. Corporate Secretary and Mining Executive. Asst. Secretary-Treasurer: R. D. BELL, 7 Hi Mount Drive, Willowdale, Ontario. Corporate Secretary and Mining Executive. Director: EARL A. GLICK, 60 The Bridle Path, Don Mills, Ontario. Financier. Director: WILLIAM COLDOFF, 777 Eglinton Avenue West, Toronto 10, Ontario. Business Executive. Director: H. D'ARCY BAKER, 49 Glen Elm Avenue, Toronto 7, Ontario. Mining Executive.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized: 7,500,000 shares of \$1.00 par value each Issued: 4,901,449 shares
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	Under the underwriting and option agreement dated January 24, 1964 as amended, made between the Company and Jenkin Evans & Company Limited, (see Amending Filing Statement No. 159), options are outstanding as follows: 100,000 shares @ 15¢ exercisable on or before July 30, 1964, 200,000 " @ 20¢ " " " " October 30, 1964, 200,000 " @ 25¢ " " " " January 30, 1965, 200,000 " @ 30¢ " " " " April 30, 1965.
10. Brief statement of company's chief development work during past year.	The Company has carried out during the months of April and May a drilling program on its claims located in Dufay Township, Quebec, at an approximate cost of \$4,200.00 and has commenced exploration work on its claims located in Macdunnid Township, Porcupine Mining Division, Ontario. To the end of May about \$900.00 has been spent on this work. In addition approximately \$2,500.00 has been spent in property examinations.

SCHEDULE "A" TO AMENDING FILING STATEMENT
OF NORGOLD MINES LIMITED

Subject to an amending filing statement of the Company disclosing the terms of the said agreement being accepted for filing (which date is referred to as the "effective date") Beubern agrees to sell to the Broker, acting for and on behalf of Shattuck Denn, 100,000 shares of the Company at 15 cents per share, payable on the effective date; Shattuck Denn acknowledges that the Broker is acting as its agent in purchasing the said 100,000 shares and agrees to indemnify and save harmless the broker while so acting; Shattuck Denn represents to the Company and to Beubern that the said shares are purchased for investment purposes and that if any are sold, same shall only be sold through the facilities of the Toronto Stock Exchange and through the Broker and that not more than 10,000 shares will be sold in any one week without the Broker's consent; Shattuck Denn agrees to provide the Company with funds for preliminary engineering and geological work on the group of mining claims owned by the Company in McDiarmid Township, in the Porcupine Mining Division, Ontario, at an estimated cost of \$6,000; when the preliminary work has been done on the said group and a report made under the joint supervision of the Company and Shattuck Denn, based upon the recommendations in the said report, Shattuck Denn agrees to provide the funds to carry out the said recommendations; In consideration of Shattuck Denn providing the above funds the Company agrees that Shattuck Denn shall have earned an undivided interest in the said group dependent upon the amount of money provided, i.e. if the total amount provided is \$27,000 or more, the said interest earned will be an undivided 50% interest but if the amount is less than \$27,000 the said interest will be reduced accordingly; in the event the said amount is in excess of \$27,000 the said interest will not exceed an undivided 50% interest but Shattuck Denn shall be entitled to be repaid such excess only out of profits from commercial production from the said group of mining claims after all payments provided for in the agreement have been made; as long as there is no default on the part of Shattuck Denn, the Company shall give Shattuck Denn the right of first refusal to participate up to a 50% interest in the acquisition and exploration and development of such other mining claims as the Company might hereafter acquire in the Porcupine Mining area for a period of one year from the date of the agreement; if commercial production is indicated on the said group of claims after the drilling and development programme is completed, Shattuck Denn shall have the right of first refusal to provide the funds required to put the group of mining claims into commercial production and if Shattuck Denn does so, Shattuck Denn shall have control of all mining operations carried on thereafter on the said mining claims, unless Shattuck Denn defaults in providing the said funds or fails to carry out mining operations thereafter continuously and in accordance with good mining practice; all moneys spent for commercial production shall be repayable to Shattuck Denn only out of profits from commercial production from the said mining claims; In the event funds are not provided by Shattuck Denn, Shattuck Denn agrees to co-operate with the Company and to execute such documents as are necessary in order to provide funds to put the mining claims into commercial production if same is indicated; Shattuck Denn shall be entitled to one representative on the board of directors of the Company while the funds are being provided as aforesaid and while production is obtained from the said mining claims; Shattuck Denn agrees to vote the shares of the Company it owns or controls as directed by Beubern; the Broker agrees that it will not hereafter enter into any agreement in the nature of a sub-option agreement, sub-underwriting agreement or assignment with respect to any of the said 100,000 shares without prior notice being given and accepted for filing by the Toronto Stock Exchange; the agreement is to be construed as an Ontario contract and is to have no force or effect unless and until an amending filing statement in respect to this agreement is accepted for filing by the Toronto Stock Exchange.

FINANCIAL STATEMENT

NORGOLD MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

For the two month period ended May 31, 1964

Source of funds

Capital stock issued, 100,000 shares at 15¢	15,000.00
Profit on operations for the period	<u>4,024.59</u>
	19,024.59
Decrease in working capital	<u>572.75</u>
	<u>\$19,597.34</u>

Application of funds

Mining claims acquired, Macdiarmid Township	12,000.00
Development expenses on mining claims	<u>7,597.34</u>
	<u>\$19,597.34</u>

APPROVED:

E. P. G. S. J. Director

J. G. S. J. Director

13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	Beubern Enterprises Limited, 9th Floor, 360 Bay Street, Toronto, Ontario. - 180,000 shares Paul Martin, Noranda, Quebec. - 135,000 shares The above shares are held in escrow subject to release only on the written consent of the Toronto Stock Exchange.																																																											
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<p>Since December 31, 1963 the following changes have taken place in the Company's investments:</p> <table><thead><tr><th><u>Purchases</u></th><th><u>No. of Shares</u></th><th><u>Cost or Proceeds</u></th></tr></thead><tbody><tr><td>Consolidated Mogul Mines Limited</td><td>2,000</td><td>11,550.00</td></tr><tr><td>National Explorations Limited</td><td>136,000</td><td>12,321.00</td></tr></tbody></table> <p><u>Sales</u></p> <table><tbody><tr><td>Augustus Explorations Limited</td><td>7,000</td><td>1,846.18</td></tr><tr><td>Bethlehem Copper Corporation</td><td>500</td><td>3,445.00</td></tr><tr><td>Iso Mines Limited</td><td>1,000</td><td>2,937.50</td></tr><tr><td>Orchan Mines Limited</td><td>2,500</td><td>12,061.25</td></tr><tr><td>Russian Kid Mining Company Limited</td><td>140,000</td><td>1,050.00</td></tr></tbody></table> <p>As at May 31, 1964, the Company held the following investments:</p> <table><thead><tr><th><u>Security</u></th><th><u>No. of Shares</u></th><th><u>Book Value</u></th><th><u>Market Value</u></th></tr></thead><tbody><tr><td>Consolidated Mogul Mines Limited</td><td>5,000</td><td>17,683.30</td><td>20,500.00</td></tr><tr><td>National Explorations Limited</td><td>218,500</td><td>20,571.00</td><td>56,810.00</td></tr><tr><td>Sudbury Contact Mines Limited</td><td>500</td><td>115.00</td><td>50.00</td></tr><tr><td>Canadian Manganese Mining Corporation Limited</td><td>1,640</td><td>1.00</td><td>nil</td></tr><tr><td>Manterre Gold Mines Limited</td><td>280</td><td>1.00</td><td>"</td></tr><tr><td>Pershon Gold Mines Limited</td><td>2,383</td><td>1.00</td><td>"</td></tr><tr><td>Red Area Gold Mines Limited</td><td>15,870</td><td>1.00</td><td>"</td></tr></tbody></table>				<u>Purchases</u>	<u>No. of Shares</u>	<u>Cost or Proceeds</u>	Consolidated Mogul Mines Limited	2,000	11,550.00	National Explorations Limited	136,000	12,321.00	Augustus Explorations Limited	7,000	1,846.18	Bethlehem Copper Corporation	500	3,445.00	Iso Mines Limited	1,000	2,937.50	Orchan Mines Limited	2,500	12,061.25	Russian Kid Mining Company Limited	140,000	1,050.00	<u>Security</u>	<u>No. of Shares</u>	<u>Book Value</u>	<u>Market Value</u>	Consolidated Mogul Mines Limited	5,000	17,683.30	20,500.00	National Explorations Limited	218,500	20,571.00	56,810.00	Sudbury Contact Mines Limited	500	115.00	50.00	Canadian Manganese Mining Corporation Limited	1,640	1.00	nil	Manterre Gold Mines Limited	280	1.00	"	Pershon Gold Mines Limited	2,383	1.00	"	Red Area Gold Mines Limited	15,870	1.00	"
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20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	<p>The Company has entered into an agreement with Shattuck Denn Mining Corporation, Beubern Enterprises Limited and Waite, Reid & Co. Limited, the details of which are described in Schedule "A" annexed hereto. See Schedule "A" on page 2.</p> <p>There are no other material facts.</p> <p>To the knowledge of the Company none of its shares are now in the course of primary distribution to the public but the shares to be issued if outstanding options are exercised (see item 6) will be, when issued, in the course of primary distribution.</p>																																																											

DATED June 9th, 1964

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"E.A. Glick"

NORCOLD MINES LIMITED

CORPORATE
SEAL

"Dr. N. Hurwitz"

Director

Director

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

TORONTO STOCK EXCHANGE

AMENDING FILING STATEMENT NO. 269.
FILED, FEBRUARY 25th. 1965.

NORGOLD MINES LIMITED
Full corporate name of Company

AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

To be read in conjunction with Filing Statement No. 1266 dated February 23, 1965.

Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed.	1. Change in head office. 2. Change in directors and officers. 3. Acquisition of 25 claims Twp. 76 Pic River Area, Port Arthur Mining Division. 4. Change in effective control.										
2. Head office address and any other office address.	The head office is Suite 603, 67 Richmond St. West, Toronto, Ontario.										
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<p>The following are now the directors and officers of the Company:</p> <table><tr><td>President & Director</td><td>HAROLD D'ARCY BAKER, 49 Glen Elm Avenue, Toronto, Ontario, Life Underwriter - Retired.</td></tr><tr><td>Secretary-Treasurer & Director</td><td>HARRY ARCHIBALD KAUFMAN, 38 Kilbarry Road, Toronto, Ontario. Proprietor of Gift Products Company.</td></tr><tr><td>Director</td><td>JACK ALLAN GILBERT, 265 Upper Highland Cres., Willowdale, Ontario. Barrister & Solicitor.</td></tr><tr><td>Director</td><td>DANIEL BERMAN, Suite 330, Homewood Ave., Willowdale, Ontario. Manufacturers Representative.</td></tr><tr><td>Director</td><td>WILLIAM ALFRED BISHOP, 660 Eglinton Avenue West, Toronto, Ontario. Insurance Agent.</td></tr></table>	President & Director	HAROLD D'ARCY BAKER, 49 Glen Elm Avenue, Toronto, Ontario, Life Underwriter - Retired.	Secretary-Treasurer & Director	HARRY ARCHIBALD KAUFMAN, 38 Kilbarry Road, Toronto, Ontario. Proprietor of Gift Products Company.	Director	JACK ALLAN GILBERT, 265 Upper Highland Cres., Willowdale, Ontario. Barrister & Solicitor.	Director	DANIEL BERMAN, Suite 330, Homewood Ave., Willowdale, Ontario. Manufacturers Representative.	Director	WILLIAM ALFRED BISHOP, 660 Eglinton Avenue West, Toronto, Ontario. Insurance Agent.
President & Director	HAROLD D'ARCY BAKER, 49 Glen Elm Avenue, Toronto, Ontario, Life Underwriter - Retired.										
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Director	DANIEL BERMAN, Suite 330, Homewood Ave., Willowdale, Ontario. Manufacturers Representative.										
Director	WILLIAM ALFRED BISHOP, 660 Eglinton Avenue West, Toronto, Ontario. Insurance Agent.										
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	<p>The Company proposes to carry out geophysical surveys and geological mapping on the newly acquired 25 claims in the Pic River Area in accordance with the recommendations of R. M. Kerr, B.Sc., P.Eng., as set out in his accompanying report dated February 16, 1965.</p> <p>In addition new management will review the Company's present property holdings to determine if any exploratory programs are warranted. Management will also continue on the outlook for interests in proven and/or prospective oil, natural gas or mining properties.</p> <p>Other than for purposes aforesaid and for general administrative purposes no funds of the Company will be used for the purchase of securities except those which may qualify as investments for insurance companies.</p>										
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	The Company proposes to acquire from John Sadowski, 330 Bay Street, Toronto, Ontario, 25 contiguous unpatented mining claims located in Twp. 76, Pic River Area, District of Thunder Bay, Port Arthur Mining Division for \$20,000 and 200,000 treasury shares of which 20,000 will be free and the balance of 180,000 shares held in escrow subject to release on consent of the Toronto Stock Exchange and the Board of Directors.										

Note:- The following are excerpts from a report by T.M. Kerr, B. Sc., P. Eng., dated February 16th, 1965, on mining claims located in Township 76, District of Thunder Bay, Port Arthur Mining Division, Province of Ontario. A complete copy of this report is on file with the Toronto Stock Exchange.

This property, consisting of 25 contiguous unpatented mining claims, is located in Township 76 Pic River Area, District of Thunder Bay, Port Arthur Mining Division.

LOCATION AND ACCESS

The property is located in the southeast corner of Township 76 about 1 mile east of the Pic River and approximately 6 miles northeast of the Town of Marathon and about 3 1/2 miles from the Trans-Canada Highway. Access is by bush road from Highway 17 and thence across the Pic River and 1 mile to the property.

INFORMATION

Information for this report is from Ontario Department of Mines Report XL Part II by J. E. Thomson, Ontario Department of Mines, Ontario Department of Mines Preliminary Map No. 114, Gravity Anomaly Map of Ontario and Manitoba and from the writer's personal knowledge of the neighbouring Bamooos Lake Area.

TOPOGRAPHY

The area is generally rough with high hills and some outcrop.

GENERAL GEOLOGY

The rocks of the area are Pre-Cambrian in age. The oldest formation is the Keewatin which consists of intermediate to basic volcanics and metasedimentary rocks such as greywackes, slates and biotite gneisses. Intrusive into these older formations are granites, olivine gabbros and several phases of syenites.

Cutting through the older formations are diabase dykes.

This particular property is mostly underlain by volcanics with granite intruding into the south eastern corner.

The general strike of the formations appear to be about N 20° - 30° East.

ECONOMIC GEOLOGY

The area has been staked for gold and base metal sulphides chiefly copper. The volcanics in this area appear to act as excellent host rocks for sulphide deposits the most predominant sulphides are pyrrhotite, chalcopyrite and pyrite. There are known to be several copper sulphide deposits in the area in rocks similar to the rocks underlying this property. The general mode of occurrence of the deposits appear to be relatively large, lower grade mineralized areas.

This area has received a great deal of attention from larger mining companies during the past year and is receiving very favourable comments as an exploration area. The high gravity anomaly of the Pic River Area indicates the presence of heavier rocks than indicated by the surface geology possibly due to large basic intrusive masses.

CONCLUSIONS AND RECOMMENDATIONS

This property is underlain by Keewatin formations which are very favourable host rocks for copper sulphide deposits in this area. The general strike of the rocks of the area is N 20° E.


Exploration should be carried out to attempt to locate sulphide bodies using Geophysical methods and geological mapping when weather permits.

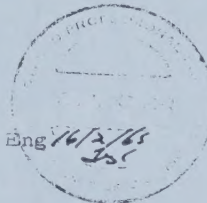
It is recommended that:

1. Geophysical Surveys both magnetic and electromagnetic be completed over the property on a cut grid. The cost of these surveys including line cutting would be \$6,500.00
2. The property should be geologically mapped. The cost of the mapping would be \$1,800.00
3. Preferred targets revealed by (1) and (2) above should be diamond drilled.

Respectfully submitted,

SCOPE MINING AND EXPLORATION
CONSULTANTS LIMITED


T.M. Kerr, B.Sc., P. Eng 16/2/65



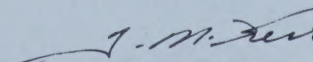
TORONTO, ONTARIO
FEBRUARY 16th, 1965.

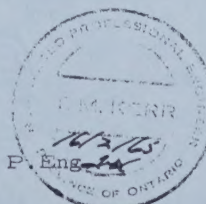
C E R T I F I C A T E

I, THOMAS MacDONALD KERR, of the Town of Oakville, in the County of Halton and Province of Ontario, hereby certify:

1. That I am a Mining Engineer and reside at 1097 Rosemary Lane, Oakville, Ontario.
2. That I am a graduate of Queen's University with a B.Sc. Honour degree and that I have been practising my profession as a Mining Engineer for 23 years.
3. That I do not have nor do I expect to receive either directly or indirectly an interest in this mining property in the Seeley Lake Area, rwp 76.
4. That the accompanying report has been prepared from information obtained from government and other reports on the area.
5. That I am a member of the Association of Professional Engineers of the Province of Ontario.

DATED this 16th day of FEBRUARY, 1965.


T.M. Kerr, B.Sc., P. Eng 16/2/65



12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	No person other than John Sadowski will receive any part of the consideration paid or payable for the said 25 claims. However, Mr. Sadowski has agreed to a one year option on the said 180,000 escrowed shares to Skipper Investments Limited, Suite 603, 67 Richmond St. West, Toronto, at one-third of the market price at time of exercise of the option and in addition to vote the said shares during the period of the option for present management.		
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	Skipper Investments Limited, Suite 603, 67 Richmond St. West, Toronto, Ontario, through its holding in shares of the Company can, with support of holders of a sufficient number of the other shares of the Company materially affect control of the Company. The only persons having a greater than 5% interest in Skipper are Bernice Bregman, 11 Model Avenue, Downsview, Ontario, and Morley Diskin, 9 Model Avenue, Downsview, Ontario.		
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	Securities as at February 25 , 1965 -	Book Value	Market Value
	500 shares - Sudbury Contact Mines Limited	\$115.00	\$130.00
	1,640 shares - Canadian Manganese Mining Corporation Limited	Nil	Nil
	280 shares - Manterre Gold Mines Limited	Nil	Nil
	2,383 shares - Pershon Gold Mines Limited	Nil	Nil
	On February 25, 1965 the Company sold 157,000 shares National Explorations Limited for \$21,195.		
Statement of any other material facts and if none, so state.	The 20,000 free shares to be received by John Sadowski (see Item 11 above) and 259,000 free shares acquired by Skipper from Beubern Enterprises Limited may be sold to the public in the course of primary distribution. There are no other material facts.		

DATED February 25th, 1965.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

NORGOLD MINES LIMITED CORPORATE

"H. D. Baker" Per: H. D. Baker SEAL

"H. A. Kaufman" Per: H. A. Kaufman

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)